

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE INCLUSIVE ACCESS COURSE  
MATERIALS ANTITRUST LITIGATION

MASTER FILE NO.  
20 MDL NO. 2946 (DLC)

This Document relates to:

20cv6314

**DECLARATION OF JENNIFER QUINN-BARABANOV  
IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS  
STUDENT PLAINTIFFS' SECOND CONSOLIDATED  
AMENDED CLASS ACTION COMPLAINT**

Pursuant to 28 U.S.C. § 1746, I, Jennifer Quinn-Barabanov, declare the following:

1. I am a partner in the law firm Steptoe & Johnson LLP, counsel to Defendant Pearson Education, Inc., in the litigation captioned *In Re: Inclusive Access Course Materials Antitrust Litigation*, Docket No. 20-md-02946. I am a member of the bar in the State of New York and the District of Columbia, admitted to practice in the Southern District of New York.

2. I respectfully submit this declaration in support of Defendants' Motion to Dismiss Student Plaintiffs' Second Consolidated Amended Class Action Complaint, dated January 22, 2021.

3. This declaration is based on my review of documents provided to me by Pearson Education, Inc., and by counsel to Defendants McGraw Hill LLC, Cengage Learning, Inc., and Barnes & Noble College Booksellers, LLC and Barnes & Noble Education, Inc.

4. Attached hereto as Exhibit A is a true and correct copy of the Subscription and Product Purchase Agreement between McGraw-Hill Global Education, LLC, and Aztec Shops,

Ltd., an Auxiliary of San Diego State University, dated March 27, 2019, as provided to me by counsel to Defendant McGraw Hill LLC.

5. Attached hereto as Exhibit B is a true and correct copy of the Agreement for Access and Use of Pearson Products between Pearson Education, Inc., and the University of Florida Board of Trustees, dated May 1, 2017, as provided to me by Defendant Pearson Education, Inc.

6. Attached hereto as Exhibit C is a true and correct copy of the Master Agreement for Ebooks and Digital Homework Solutions between Cengage Learning, Inc., and Central Washington University, dated March 21, 2017, as provided to me by counsel to Defendant Cengage Learning, Inc.

7. Attached hereto as Exhibit D is a true and correct copy of the Agreement for Bookstore Services between Eastern Kentucky University and Barnes & Noble College Booksellers, LLC, dated June 30, 2017, as provided to me by counsel to Defendants Barnes & Noble College Booksellers, LLC and Barnes & Noble Education, Inc.

8. I declare under penalty of perjury that the foregoing is true and correct.

Dated: Washington, D.C.  
January 22, 2021

By: s/ Jennifer Quinn-Barabanov  
Jennifer Quinn-Barabanov